

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 18509-0
FILED TS
OCT 23 '98 1-00PM

October 23, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Schedule No. 809, dated as of October 22, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Lease Schedule No. 809 which was previously filed with the Board under Recordation Number 18509-H.

The names and addresses of the parties to the enclosed document are:

Assignor: Pitney Bowes Credit Corporation
27 Waterview Drive
Shelton, Connecticut 06484-4361

Assignee: Ameritech Credit Corporation
2550 West Golf Road
Rolling Meadows, Illinois 60008

A description of the railroad equipment covered by the enclosed document is:

two hundred and sixteen (216) tank cars bearing DMIX reporting marks and road numbers set forth on Schedule A attached to the Memorandum.

SURFACE TRANSPORTATION
BOARD

OCT 23 12 57 PM '98

Copy Part 1

Mr. Vernon A. Williams
October 23, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

DATE: 10/23/98

Robert W. Alvord
Alvord and Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 10/23/98 at 1:00PM, and

assigned recordation number(s). 18509-N and 21685-A.


Sincerely Yours,


Vernon A. Williams

Enclosure(s)
52.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



MEMORANDUM OF ASSIGNMENT OF LEASE SCHEDULE NO. 809 TO MASTER
EQUIPMENT AGREEMENT NO. 7715030 DATED NOVEMBER 30, 1993

Memorandum of Assignment of Lease Schedule No. 809 to Master Equipment Lease Agreement No. 7715030 dated November 30, 1993 made and entered into as of October 22, 1998 by and between PITNEY BOWES CREDIT CORPORATION, (Assignor) and Ameritech Credit Corporation, (Assignee).

WITNESSETH:

1. Assignor, as Lessor, has entered into Lease Schedule No. 809 dated June 17, 1996 to Master Equipment Lease Agreement No. 7715030, dated as of November 30, 1993 (the "Lease") with Minnesota Corn Processors, as Lessee, covering certain railroad equipment bearing DMIX reporting marks and road numbers as detailed on the attached Schedule A.
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the aforesaid Lease and the corresponding railcars which are the subject of that Lease pursuant to the Master Purchase and Assignment Agreement dated October 22, 1998.
3. This Memorandum is intended to be recorded with the Surface Transportation Board and may be executed by the parties hereto in any number of counterparts, and all such counterparts taken together shall be deemed to constitute one and the same instrument.
4. A Memorandum of Master Equipment Lease Agreement with Lease Schedule No. 809 was recorded with the Surface Transportation Board on June 19, 1996 under Recordation Number 18509-H.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be signed and sealed by their respective officers as of the date and year first above written.

AMERITECH CREDIT CORPORATION

By:

Margaine M. Littau

Title:

Vice President - Operations

PITNEY BOWES CREDIT CORPORATION

By: _____

Title: _____

**MEMORANDUM OF ASSIGNMENT OF LEASE SCHEDULE NO. 809 TO MASTER EQUIPMENT
AGREEMENT NO. 7715030 DATED NOVEMBER 30, 1993**

Memorandum of Assignment of Lease Schedule No. 809 to Master Equipment Lease Agreement No. 7715030 dated November 30, 1993 made and entered into as of October 22, 1998 by and between PITNEY BOWES CREDIT CORPORATION, (Assignor) and Ameritech Credit Corporation, (Assignee).

WITNESSETH:

1. Assignor, as Lessor, has entered into Lease Schedule No. 809 dated June 17, 1996 to Master Equipment Lease Agreement No. 7715030, dated as of November 30, 1993 (the "Lease") with Minnesota Corn Processors, as Lessee, covering certain railroad equipment bearing DMIX reporting marks and road numbers as detailed on the attached Schedule A.
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3. This Memorandum is intended to be recorded with the Surface Transportation Board and may be executed by the parties hereto in any number of counterparts, and all such counterparts taken together shall be deemed to constitute one and the same instrument.
4. A Memorandum of Master Equipment Lease Agreement with Lease Schedule No. 809 was recorded with the Surface Transportation Board on June 19, 1996 under Recordation Number 18509-H.

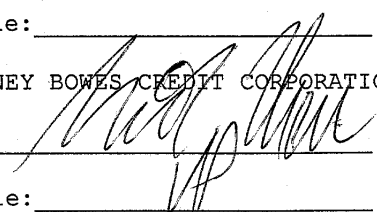
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be signed and sealed by their respective officers as of the date and year first above written.

AMERITECH CREDIT CORPORATION

By: _____

Title: _____

PITNEY BOWES CREDIT CORPORATION

By:  _____

Title: _____

SCHEDULE A
Equipment List

This schedule is attached to and made a part of Lease Schedule 809 dated as of June 17, 1996 to Master Equipment Lease Agreement No. 7715030 dated as of November 30, 1993 between Pitney Bowes Credit Corporation as Lessor and the undersigned Lessee.

<u>Quantity</u>	<u>Equipment Description</u>
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Two Hundred Sixteen (216) Trinity 19,636 Gallon, Coiled and Insulated Railroad Tank Cars, AAR 211A100W1 with Reporting Marks **DMIX** bearing the running numbers shown below:

190499	190500	190501	190502
190503	190505	190506	190507
190508	190509	190510	190512
190514	190515	190516	190517
190518	190519	190522	190523
190524	190525	190527	190528
190529	190530	190531	190532
190533	190534	190536	190537
190539	190540	190541	190542
190543	190544	190545	190546
190547	190548	190550	190551
190552	190553	190554	190556
190557	190559	190560	190561
190562	190564	190566	190574
190577	190432	190440	190442
190443	190446	190449	190456
190466	190474	190392	190408
190416	190420	190422	190424
190426	190430	190431	190433
190434	190435	190436	190437
190438	190439	190445	190450
190452	190454	190455	190458
190459	190461	190462	190472
190477	190479	190483	190593
190614	190627	190651	190672
190683	190694	190695	190700
190706	190498	190504	190511
190513	190520	190521	190526
190535	190538	190549	190555
190558	190563	190565	190567
190568	190569	190570	190571
190572	190573	190575	190576
190578	190579	190580	190581
190582	190583	190584	190707
190287	190299	190307	190309
190310	190312	190321	190324

190332	190334	190335	190337
190338	190339	190340	190341
190342	190344	190345	190346
190347	190348	190349	190350
190351	190352	190353	190354
190355	190356	190358	190360
190361	190362	190363	190364
190365	190366	190367	190368
190369	190370	190371	190372
190373	190374	190375	190376
190377	190378	190379	190380
190381	190243	190266	190268
190272	190273	190275	190276
190277	190278	190279	190280
190283	190284	190315	190357
190359	190382	190383	190384
190385	190386	190387	190388
190389	190224	190228	190230


This schedule is hereby verified correct and undersigned acknowledges receipt of a copy.


LESSOR:

LESSEE:

PITNEY BOWES CREDIT CORPORATION

Minnesota Corn Processors

By: 

By: 

Printed Name: MICHAEL J. LEYH
Vice President
Credit/Operations

Printed Name: RICHARD JURGENSON
Title: President

STATE OF Connecticut)

) ss:

COUNTY OF Fairfield)

On this 22nd day of October, 1998, before me personally appeared George J. Then, to me personally known, who, being by me duly sworn, did say that he/she is a Vice President, Capital Services Division of PITNEY BOWES CREDIT CORPORATION, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.

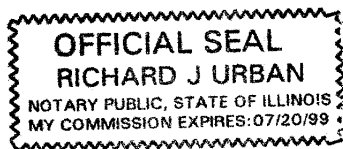

NOTARY PUBLIC

My commission expires:

SUSAN BURBANK
Notary Public
My Commission Expires Nov. 30, 2001

STATE OF Illinois)
) ss:
COUNTY OF Cook)

On this 22ND day of October, 1998, before me personally appeared Marianne M. Littau, to me personally known, who being by me duly sworn, did say that she is a Vice President of Ameritech Credit Corporation, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of said instrument was the free act and deed of the corporation.



Richard J Urban
NOTARY PUBLIC

My commission expires: 7/20/99